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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|---|---|
| In re | Chapter 11 |
| DPH HOLDINGS CORP., et al., | Case No. 05-44481 (RDD) |
| Reorganized Debtors. | (Jointly Administered) |

**JOINT STIPULATION AND ORDER BETWEEN THE REORGANIZED DEBTORS AND GENERAL MOTORS LLC TO FURTHER ADJOURN HEARING TO CONSIDER MOTION TO COMPEL**

This stipulation and order (this "Stipulation") is entered into by and between DPH Holdings Corp. ("DPH Holdings" or "DPH," and, together with certain of its affiliated reorganized debtors in the above-captioned chapter 11 cases, the "Reorganized Debtors"), and General Motors LLC ("New GM," and collectively with the Reorganized Debtors, the "Parties," and each individually, a "Party").

**RECITALS**

**WHEREAS**, on July 3, 2013, the Reorganized Debtors filed their *Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents* (the "Motion to Compel") [Docket No. 22075]; and

**WHEREAS**, on July 3, 2013, the Reorganized Debtors also filed their *Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the "Motion to Close Bankruptcy Cases") [Docket No. 22073]; and

**WHEREAS**, on July 18, 2013, New GM filed the *Objection by General Motors LLC to (I) Reorganized Debtors' Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents, and (II) Reorganized Debtors' Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the "Objection") [Docket No. 22088]; and

**WHEREAS**, the Objection argued, among other things, that the relief sought in the Motion to Compel should be denied because the relief requested by the Reorganized Debtors requires an adversary proceeding pursuant to Rule 7001 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (Obj. ¶¶ 24-26, 55-56), and the Reorganized Debtors have disputed that argument and have asserted that the Motion to Compel can be adjudicated without the commencement of an adversary proceeding; and

**WHEREAS**, on July 25, 2013, counsel for the Parties appeared before the Court and represented that the Parties had reached an interim agreement pertaining to

the adjournment of the hearing to consider the Motion to Compel (the "Hearing"), and they read the terms of that agreement in to the record; and

**WHEREAS**, on July 29, 2013, the Court entered the *Joint Stipulation and Order Between the Reorganized Debtors and General Motors LLC Regarding Adjournment of the Hearing to Consider the Motion to Compel* (the "Adjournment Order") [Docket No. 22110] which, among other things, adjourned the hearing to consider the Motion to Compel until August 22, 2013; and

**WHEREAS**, on August 6, 2013, the Court entered the *Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022 and Local Bankr. R. 3022-1 Concerning Closing the Bankruptcy Cases and Providing Related Relief* [Docket No. 22121]; and

**WHEREAS**, since entry of the Adjournment Order, the Parties have continued to exchange information regarding the issues raised in the Motion to Compel; and

**WHEREAS**, the Parties believe that it would be beneficial to further adjourn the hearing to consider the Motion to Compel to facilitate the continued exchange of information regarding the issues raised in the Motion to Compel.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by and between counsel for the Reorganized Debtors and New GM, as follows:

1. The foregoing recitals are hereby fully incorporated into and made an express part of this Stipulation.

2. Except as specifically modified herein, the terms of the Adjournment Order remain in full effect, including, but not limited to, the provisions that confirm the Parties' agreement that this Court has, and shall continue to have and exercise, jurisdiction over all matters related to the Motion to Compel until the issues raised in the Motion to Compel are resolved.

3. The Hearing is adjourned to and will be conducted on September 26, 2013 at 10:00 a.m. (ET) unless the parties mutually agree in writing to a further adjournment of the Hearing. The Reorganized Debtors shall file their reply in support of the Motion to Compel no later than 5:00 p.m. (ET) on September 20, 2013.

4. New GM will not assert and waives any and all arguments raised in the Objection that the relief sought in the Motion to Compel should have been or must be sought in an adversary proceeding pursuant to Bankruptcy Rule 7001, or that the Motion to Compel should be dismissed as being procedurally improper; *provided however*, that nothing contained herein shall be deemed a waiver of New GM's right to assert that it is entitled to discovery in connection with the Motion to Compel, or a waiver of the Reorganized Debtors' right to oppose that assertion. Except as otherwise provided in the Adjournment Order, the Case Closing Order and this Stipulation, all arguments raised by New GM in the Objection are expressly preserved.

5. Each person who executes this Stipulation by or on behalf of the Parties warrants and represents that such person has been duly authorized and empowered to execute and deliver this Stipulation on behalf of that Party.

6. This Stipulation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument, with facsimile and PDF signature pages deemed to be originals.

**[concluded on the following page]**

7. This Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation.

Dated: New York, New York
August 14, 2013

DPH Holdings Corp., et al.,
By Their Attorneys
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil Berger
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One Penn Plaza, Suite 3335
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Dated: New York, New York
August 14, 2013

GENERAL MOTORS LLC
By Its Attorneys
KING & SPALDING LLP
By:

/s/ Scott Davidson
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SCOTT DAVIDSON
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New York, New York 10036
(212) 556-2100

SO ORDERED:

this 14th day of August, 2013
in White Plains, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE